

320804062



ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N. Y. 10017, (212) 986-8600, CABLE ADDRESS: ACFUSA

\$10.00 fee

MAR 21 1983

10.00

March 17, 1983

RECORDATION NO. 5864-C

MAR 21 1983 11 15 AM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. §11303 and the regulations thereunder five original counterparts of a Supplemental Equipment Trust Agreement dated February 25, 1983, between the following:

- (a) Trustee-Lessor Bankers Trust Company
Four Albany Street
New York, New York 10015
- (b) Lessee: ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017

The equipment covered by the above Supplemental Equipment Trust Agreement is as follows:

- 4 - Railroad Center Flow Covered Hopper Cars, AAR
Mechanical Designation C113, initialled ACFX
and numbered 27825 through 27828 inclusive.

The enclosed Supplemental Equipment Trust Agreement supplements the Equipment Trust Agreement dated as of October 1, 1970 between Bankers Trust Company, Trustee-Lessor, and ACF Industries, Incorporated, Lessee, which was filed and recorded in your office on or about that date, under Recordation No. 5864. According to our records, the most recent supplement or other document relating to the Equipment Trust Agreement was filed with you in July, 1980 under Recordation No. 5864-B; it appears that the enclosed item should follow sequentially with Recordation No. 5864-C.

We also enclose a check drawn to the order of the Commission in the sum of \$10.00 in payment of the recordation fees in this connection.

*no check
this is
5864-C
per check
book*

*Check paid 4/13/83
John Lawrence*

Secretary
Interstate Commerce Commission
Page 2

March , 1933

We request that four copies of the enclosed Supplemental Equipment Trust Agreement, including the copy stamped "ACF" in the upper right hand corner, all bearing the Commission's recordation data, be returned to R. W. Montgomery, Assistant Secretary, ACF Industries, Incorporated, 750 Third Avenue, New York, New York 10017, or to the bearer.

RWM:ss
Enclosures

Sincerely,

A handwritten signature in cursive script, appearing to read "R. W. Montgomery".

R. W. Montgomery
Assistant Secretary

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

R. W. Montgomery, Asst. Sec.
ACF Industries, Inc.
750 Third Avenue
New York, N. Y. 10017

March 21, 1983

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/21/83 at 11:15AM, and assigned re-recording number(s). 5864-C, 6220-K, & 6220-L

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

5864-C

RECORDATION NO. 5864-C FILED 1485

MAR 21 1983 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED
EQUIPMENT TRUST NO. 2 OF 1970

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of February 25, 1983

between

BANKERS TRUST COMPANY, Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT DATED AS OF February 25, 1983, between BANKERS TRUST COMPANY, a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the Trustee), and ACF INDUSTRIES, INCORPORATED, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the Company):

WHEREAS, by a certain Equipment Trust Agreement dated October 1, 1970 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF Industries, Incorporated Equipment Trust No. 2 of 1970", pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Trustee, and such railroad equipment has been leased to the Company; and

WHEREAS, upon the Request of the Company, pursuant to Section 5.07 of the Agreement, the Trustee has made payment to the Company of \$162,783.00 out of funds previously deposited with the Trustee pursuant to Section 5.07 and 5.08 of the Agreement and simultaneously therewith the Company has conveyed to the Trustee Equipment (as defined in the Agreement) described in said Request and in Exhibit A hereto (hereinafter called the Substituted Equipment), and has delivered to the Trustee an Officers' Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment to, and vesting the title thereto in, the Trustee and an Opinion of Counsel satisfactory to the Trustee with respect to the Substituted Equipment, all in like manner as provided in Section 5.07 of the Agreement; and

WHEREAS, Section 5.07 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment:

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

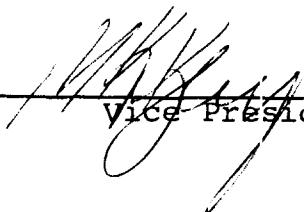
The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit A hereto, subject to all the terms and conditions of the Agreement, and such Equipment shall be deemed part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects as though it has been part of the original Trust Equipment.

This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers there-

unto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

BANKERS TRUST COMPANY, Trustee

By  Vice President

(Corporate Seal)

Attest:


Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By  Treasurer

(Corporate Seal)

Attest:



Assistant Secretary

EXHIBIT A

Description of Substituted Equipment

Cars Initialled ACFX and Numbered	A.A.R. Mechanical Designation Code	Placed In Service	Cost	Cost Less 1/20th For Each Year In Service	Fair Value	Value
27825	C113	Dec. 1982	\$44,541	\$ 44,541	\$ 44,541	\$ 44,541
27826	C113	Dec. 1982	44,541	44,541	44,541	44,541
27827	C113	Dec. 1982	44,541	44,541	44,541	44,541
27828	C113	Dec. 1982	44,541	<u>44,541</u>	<u>44,541</u>	<u>44,541</u>
				\$178,164	\$178,164	\$178,164

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 14th day of March, 1983 before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a Vice President of BANKERS TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

Lorraine Kapuzynski

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 25th day of February, 1983 before me personally appeared B. A. GUSTAFSEN, to me personally known, who being by me duly sworn, says that he is TREASURER of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

Anthony M. Romanello

ANTHONY M. ROMANELLO
Notary Public, State of New York
No. 31-4703607
Qualified in New York County
Commission Expires March 30, 1983